

ACF INDUSTRIES, INCORPORATED  
EQUIPMENT TRUST NO. 1 OF 1966

3781-L  
RECORDATION NO. \_\_\_\_\_ Filed & Recorded

FEB 4 1974 - 8 15 AM

INTERSTATE COMMERCE COMMISSION

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**SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT**

**Dated January 14, 1974**

**between**

**BANKERS TRUST COMPANY, Trustee**

**and**

**ACF INDUSTRIES, INCORPORATED**

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated January 14, 1974, between BANKERS TRUST COMPANY, a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the Trustee), and ACF INDUSTRIES, INCORPORATED, a corporation organized and existing under the laws of the State of New Jersey (hereinafter called the Company):

WHEREAS, by a certain Equipment Trust Agreement dated April 15, 1966 (hereinafter called the Agreement), between the Trustee and the Company there was constituted "ACF Industries, Incorporated Equipment Trust No. 1 of 1966", pursuant to which certain railroad equipment has been transferred to, and the title thereto vested in, the Trustee, and such railroad equipment has been leased to the Company; and

WHEREAS, upon the request of the Company, pursuant to Section 5.06 of the Agreement, the Trustee has assigned and transferred to the Company certain units of the Trust Equipment specifically described in the Agreement and simultaneously therewith the Company has conveyed to the Trustee Equipment (as defined in the Agreement) described in said request and in Exhibit A hereto (hereinafter called the Substituted Equipment), and has delivered to the Trustee an Officers' Certificate in respect of the Substituted Equipment, a certificate as to delivery thereof, a Bill of Sale transferring the Substituted Equipment to, and vesting the title thereto in, the Trustee and an Opinion of Counsel satisfactory to the Trustee with respect to the Substituted Equipment,

all in like manner as provided in Section 5.06 of the Agreement;  
and

WHEREAS, Section 5.06 of the Agreement contemplates that upon such transfer and vesting of title the Trustee and the Company shall execute a supplement to the Agreement in respect of the Substituted Equipment;

NOW, THIS SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT WITNESSETH:

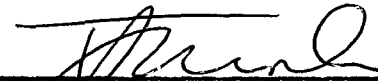
The Trustee, party of the first part, acting in pursuance of the Agreement for and in consideration of the sum of One Dollar to it in hand paid by the Company, party of the second part, at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, as well as of the rentals and covenants in the Agreement to be paid or kept and performed by the Company, has let and leased, and does hereby let and lease, to the Company as part of the Trust Equipment, the Equipment described in Exhibit A hereto, subject to all the terms and conditions of the Agreement, and such equipment shall be deemed part of the Trust Equipment. subject to all the terms and conditions of the Agreement in all respects as though it had been part of the original Trust Equipment.

This Supplemental Equipment Trust Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with

the terms and conditions of the Agreement, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

BANKERS TRUST COMPANY, TRUSTEE

By   
ASSISTANT Vice President

(Corporate Seal)

Attest:

  
Assistant Secretary

ACF INDUSTRIES, INCORPORATED

By   
Vice President

(Corporate Seal)

Attest:

  
Assistant Secretary

EXHIBIT A

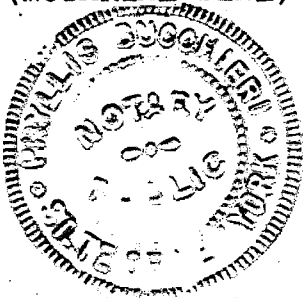
Description of Substituted Equipment

	<u>PLACED IN SERVICE</u>	<u>COST</u>	<u>COST LESS 1/20th FOR EACH YEAR IN SERVICE</u>	<u>ACTUAL FAIR VALUE</u>	<u>FAIR VALUE</u>
Tank Car, Class ICC 111 A					
100 W1, initialled ACFX and					
numbered: 83537	Feb. 1971	\$21,905	\$19,714	\$19,861	\$19,714
83559	Mar. 1971	22,936	20,642	20,795	20,642
 Center Flow Covered Hopper Cars					
initialled ACFX and numbered:					
55973	Jan. 1973	19,575	18,596	19,114	18,596
55974	Jan. 1973	19,575	18,596	19,114	18,596
55975	Jan. 1973	19,575	18,596	19,114	18,596
55976	Jan. 1973	19,575	18,596	19,114	18,596
55977	Jan. 1973	19,575	18,596	19,114	18,596
55978	Jan. 1973	19,575	18,596	19,114	18,596
55979	Jan. 1973	19,575	18,596	19,114	18,596
55980	Jan. 1973	19,575	18,596	19,114	18,596
55981	Jan. 1973	19,575	18,596	19,114	18,596
55982	Jan. 1973	19,575	18,596	19,114	18,596
55983	Jan. 1973	19,575	18,596	19,114	18,596
55984	Jan. 1973	19,575	18,596	19,114	18,596
					<u>\$263,508</u>

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this *22nd* day of January, 1974 before me personally appeared *T. J. MOSKIE* ~~ASSISTANT~~ personally known, who, being by me duly sworn, says that he is a Vice President of BANKERS TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

(NOTARIAL SEAL)



*Phyllis Bucchieri*

PHYLLIS BUCCHIERI  
Notary Public, State of New York  
No. 24-0474715  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires March 30, 1975

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this *14<sup>th</sup>* day of January, 1974, before me personally appeared W. W. Wilson, to me personally known, who, being by me duly sworn, says that he is the Vice President of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)



*Edwin F. Meyer*

EDWIN F. MEYER  
NOTARY PUBLIC, State of New York  
No. 30-7917803  
Qualified in Nassau County  
Certificate filed in New York County  
Commission Expires March 30, 1974